

Law Offices of

CHAPMAN AND CUTLER

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080

TWX 910-221-2103 Telex 206281

FAX (312) 701-2361

Telephone (312) 845-3000

2 North Central Avenue  
Phoenix, Arizona 85004  
(602) 256-4060

50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

September 28, 1994

18996  
RECORDATION NO. FILED 18996

SEP 28 1994 11:00 AM

INTERSTATE COMMERCE COMMISSION

Mr. Vernon A. Williams, Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue, N.W.  
Washington, DC 20423

Re: Burlington Northern Railroad Company  
Leveraged Lease Financing  
BN 1994-C

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11303 of Title 49 of the United States Code, two original copies of the document described below. As one of the attorneys representing the Lessee in this transaction, I have knowledge of the matters described in this letter.

The enclosed document is as follows:

(1) Memorandum of Lease Assignment (BN 1994-C), dated as of September 15, 1994, among First Security Bank of Utah, National Association, as Indenture Trustee (the "Indenture Trustee" or the "Assignee"), and Wilmington Trust Company, as Owner Trustee (the "Owner Trustee" or the "Assignor").

The names and addresses of the parties to the enclosed document are as follows:

Indenture Trustee and Assignee: First Security Bank of Utah, National Association  
79 South Main Street  
Salt Lake City, Utah 84111

Owner Trustee and Assignor: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

The description of the Equipment covered as of the date hereof by the aforesaid Memorandum of Lease Assignment is as set forth on Exhibit A hereto.

A fee of eighteen dollars (\$18.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Commission for recordation to:

Law Offices of  
CHAPMAN AND CUTLER

Mr. Vernon A. Williams, Secretary  
September 28, 1994  
Page 2

Michael G. McGee  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

A short summary of the document to appear in the index follows:

MEMORANDUM OF LEASE ASSIGNMENT:

Memorandum of Lease Assignment (BN 1994-C) among First Security Bank of Utah, National Association, as Indenture Trustee, 79 South Main Street, Salt Lake City, Utah 84111 and Wilmington Trust Company, as Owner Trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890-0001, dated as of September 15, 1994, covering certain new locomotives, new covered hopper cars and new aluminum coal cars having the reporting marks listed therein. This document relates to the Memorandum of Equipment Lease Agreement, dated as of September 15, 1994, the Memorandum of Trust Indenture and Security Agreement, dated as of September 15, 1994, the Memorandum of Trust Indenture Supplement No. 1, dated as of September 15, 1994 and the Memorandum of Lease Supplement No. 1, dated as of September 15, 1994, which were recorded with the Interstate Commerce Commission on September 28, 1994 at 11:30 a.m. under recordation numbers 18996, 18996-A, 18996-C and 18996-B, respectively, pursuant to Section 11303 of Title 49 of the United States Code.

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3767).

Sincerely,

CHAPMAN AND CUTLER

By Michael McGee  
Michael G. McGee

MGM/b  
Enclosure

Law Offices of  
CHAPMAN AND CUTLER

**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
New SD70M-AC Locomotives	11	BN 9448 through BN 9458, inclusive
New Covered Hopper Cars	233	BN 469267 through BN 469499, inclusive
New Aluminum Coal Cars	418	BN 535042 through BN 535459, inclusive

RECORDATION NO. **18996-D** FILED 1425

SEP 28 1994 - 11:30 AM

**MEMORANDUM OF LEASE ASSIGNMENT  
(BN 1994-C)**

INTERSTATE COMMERCE COMMISSION

Memorandum of Lease Assignment, made and entered into as of September 15, 1994, between Wilmington Trust Company, a Delaware banking corporation, as Owner Trustee ("*Owner Trustee*") and First Security Bank of Utah, National Association, a national banking association, as Indenture Trustee ("*Indenture Trustee*").

**WITNESSETH:**

1. The Owner Trustee and Burlington Northern Railroad Company ("*Lessee*") have entered into an Equipment Lease Agreement (BN 1994-C), dated as of September 15, 1994, and Lease Supplement No. 1 thereto, dated September 29, 1994, covering certain locomotives and railcars bearing reporting marks as listed on Exhibit A attached hereto.

2. Memoranda of said Equipment Lease Agreement and of said Lease Supplement No. 1 were recorded with the Interstate Commerce Commission on September 28, 1994 at 11:30 a.m. under recordation numbers 18996 and 18996-B, respectively, pursuant to section 11303 of Title 49 of the United States Code.

3. The undersigned have entered into that certain Trust Indenture and Security Agreement (BN 1994-C), dated as of September 15, 1994, and Supplement No. 1 thereto, dated September 29, 1994, pursuant to which Wilmington Trust Company, as Owner Trustee has assigned the aforesaid Lease Agreement, the aforesaid Lease Supplement No. 1, and the rents and other proceeds therefrom (with certain exceptions) to First Security Bank of Utah, National Association, as indenture trustee.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY



By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

NORMA P. CLOSS  
VICE PRESIDENT

Executed on this 23<sup>rd</sup> day of September, 1994.

FIRST SECURITY BANK OF UTAH, NATIONAL  
ASSOCIATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this \_\_\_\_ day of September, 1994.

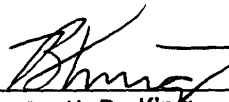
IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Lease Assignment to be duly executed by their respective officers duly authorized on the date and year first above written.

WILMINGTON TRUST COMPANY

By: \_\_\_\_\_  
Name:  
Title:

Executed on this \_\_\_\_ day of September, 1994.

FIRST SECURITY BANK OF UTAH, NATIONAL  
ASSOCIATION

By:  \_\_\_\_\_  
Name: Brett R. King  
Title: Trust Officer

Executed on this 23rd day of September, 1994.

STATE OF Delaware )  
COUNTY OF New Castle ) SS.:

On this, the 23 day of September, 1994, before me, a Notary Public in and for said County and State, personally appeared Norma P. Closs, who being by me duly sworn, says that (s)he is the VICE PRESIDENT of WILMINGTON TRUST COMPANY, that said instrument was signed on September 3, 1994 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Sonia F. Allen  
Name: Sonia F. Allen  
Notary Public  
My Commission Expires: SONIA F. ALLEN  
Residing in Wilmington NOTARY PUBLIC  
My Commission Expires May 30, 1996

STATE OF \_\_\_\_\_ )  
COUNTY OF \_\_\_\_\_ ) SS.:

On this, the \_\_\_\_\_ day of September, 1994, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on September \_\_, 1994 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of September, 1994, before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on September \_\_, 1994 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

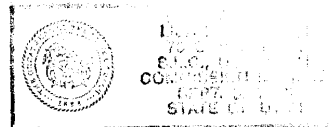
\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_

STATE OF Utah )  
 ) SS.:  
COUNTY OF Salt Lake )

On this, the 23rd day of September, 1994, before me, a Notary Public in and for said County and State, personally appeared Brett R. King, who being by me duly sworn, says that (s)he is the TRUST OFFICER of FIRST SECURITY BANK OF UTAH, NATIONAL ASSOCIATION, that said instrument was signed on September 23, 1994 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Yvonne Brayton  
Name:  
Notary Public  
My Commission Expires:  
Residing in \_\_\_\_\_





**EXHIBIT A**

**UNITS**

EQUIPMENT	QUANTITY	REPORTING MARKS
New SD70M-AC Locomotives	11	BN 9448 through BN 9458, inclusive
New Covered Hopper Cars	233	BN 469267 through BN 469499, inclusive
New Aluminum Coal Cars	418	BN 535042 through BN 535459, inclusive